

**SIXTH AMENDMENT TO
MANAGED LANES TOLLING SERVICES AGREEMENT
BY AND BETWEEN
HIGH PERFORMANCE TRANSPORTATION ENTERPRISE
AND
E-470 PUBLIC HIGHWAY AUTHORITY**

Dated _____, 2024

SIXTH AMENDMENT TO
TOLLING SERVICES AGREEMENT

THIS SIXTH AMENDMENT TO TOLLING SERVICES AGREEMENT (“Sixth Amendment”) is made and entered into effective this _____ day of _____, 2024 by and among the **E-470 PUBLIC HIGHWAY AUTHORITY**, a political subdivision of the State of Colorado and a body corporate (the “**Authority**”) and **HIGH PERFORMANCE TRANSPORTATION ENTERPRISE** of the State of Colorado Department of Transportation (“**HPTE**”) (singularly a “**Party**” and collectively the “**Parties**”).

RECITALS

WHEREAS, the Parties entered into that Tolling Services Agreement, dated May 7, 2015, which was subsequently amended by the First Amendment to Tolling Services Agreement, dated effective December 14, 2017, the Second Amendment dated effective August 14, 2018, the Third Amendment dated effective January 28, 2022, the Fourth Amendment dated effective March 9, 2022, and the Fifth Amendment dated June 6, 2022 (collectively the “**TSA**”); and

WHEREAS, the Parties now wish to amend the TSA to address certain date restrictions in regard to Term Expiration Wind-Down; and

WHEREAS, Section 30(f) provides that the TSA may be amended only if in writing executed by HPTE and the Authority; and

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the Parties agree as follows:

TERMS AND CONDITIONS

1. **Recitals.** The Recitals set forth above are hereby incorporated into the covenants and agreements set forth below.

2. **Section 2(a).** Section 2(a) of the TSA is hereby deleted in its entirety and restated as follows:

a. In order to provide for orderly cessation of Tolling Services by the Authority concurrent with the Expiration Date, the Parties hereby agree to enter into a Future Amendment to this TSA by no later than June 30, 2025 (the “**Future Amendment Date**”) which date is eighteen (18) months before January 1, 2027, which is the date upon which HPTE expects to go live (meaning moving from a testing to production environment) with its own back-office toll processing system (the “**Go Live Date**”). In the event HPTE’s Go Live Date changes, HPTE shall provide prompt written notice to the Authority and the Future Amendment Date shall automatically be adjusted to be 18 months prior to the new Go Live Date. The Future Amendment shall contain all terms and conditions needed in order to accomplish the Term Expiration Wind-Down by the Expiration Date

and its terms shall include, but shall not be limited to (if and as applicable) the items addressed in the Termination Wind-Down Period as specified in Section 27 of the TSA.

3. **Defined Terms and Attachment 1 Amendment.** The following defined term added to Attachment 1 to the TSA by the Fourth Amendment is amended in its entirety to read:

“Term Expiration Wind Down” shall mean that time period commencing no later than eighteen (18) months prior to the Expiration Date and ending upon the Expiration Date.”

4. **Effective Date.** This Sixth Amendment shall not be effective or enforceable until it is approved and signed by the Colorado State Controller or designee (the date of which approval shall be the “**Effective Date**”).

5. **Full force and Effect.** Except as expressly modified by this Sixth Amendment, all provisions of the Agreement shall remain in full force and effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK, SIGNATURE BLOCKS TO FOLLOW]

IN WITNESS WHEREOF, the Parties, intending to be legally bound, have executed this Sixth Amendment as of the date first written above.

E-470 PUBLIC HIGHWAY AUTHORITY

By: Joe Donahue
Its: Executive Director

APPROVED AS TO FORM:

ICENOGLE SEAVER POGUE
A Professional Corporation

General Counsel

Director of Finance

DATE APPROVED BY THE BOARD OF DIRECTORS: **November XX, 2024**

[Signature page 1 of 2 to the Sixth Amendment to the Tolling Services Agreement]

HIGH PERFORMANCE TRANSPORTATION
ENTERPRISE

By: Piper Darlington

Its: Director

ALL AGREEMENTS REQUIRE APPROVAL BY THE STATE CONTROLLER

Section 24-30-202, C.R.S. requires that the State Controller to approve all agreements. This Agreement is not valid until the State Controller, or such assistant as he may delegate, has signed it.

STATE CONTROLLER
Robert Jaros, CPA, MBA, JD

By: _____

Date: _____

[Signature page 2 of 2 to the Fifth Amendment to the Tolling Services Agreement]